$\mathbf{h}_{\mathbf{v}}$ (Thrice Amended) A compound of Formula (I):

$$Q \xrightarrow{Q} R^5 R^{5a} R^6 \xrightarrow{A} Q$$

$$R^3 R^{3a} O$$

$$(I)$$

or a pharmaceutically acceptable salt thereof, wherein:

A is O or S;

Q is $-NR^1R^2$;

 R^1 is selected from: \H and C_1 - C_6 alkyl;

 R^2 is independently selected from H and C_1 - C_6 alkyl;

 R^3 is $-(CR^7R^{7a})_n-R^4$,

 $-(CR^7R^{7a})_n-S-(CR^7R^{7a})_m R^4$,

 $-(CR^7R^{7a})_n-O-(CR^7R^{7a})_m-R^4$,

 $-(CR^7R^{7a})_n-N(R^{7b})-(CR^7R^{7a})_m-R^4$,

 $-(CR^7R^{7a})_n-S(=0)-(CR^7R^{7a})_n-R^4$,

 $-(CR^7R^{7a})_n-S(=O)_2-(CR^7R^{7a})_m-R^4$,

 $-(CR^{7}R^{7a})_{n}-C(=0)-(CR^{7}R^{7a})_{m}-R^{4}$,

 $-(CR^{7}R^{7a})_{n}-N(R^{7b})C(=0)-(CR^{7}R^{7a})_{m}-R^{4}$

 $-(CR^7R^{7a})_n-C(=0)N(R^{7b})-(CR^7R^{7a})_m-R^4$,

 $-(CR^{7}R^{7a})_{n}-N(R^{7b})S(=0)_{2}-(CR^{7}R^{7a})_{m}-R^{4}$, or

 $-(CR^7R^{7a})_n-S(=0)_2N(R^{7b})-(CR^7R^{7a})_n-R^4;$

n is 0, 1, 2, or 3;

m is 0, 1, 2, or 3;

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 \mathbb{R}^{3a} is H, OH, C_1 - C_4 alkyl, C_1 - C_4 alkoxy, C_2 - C_4 alkenyl or C_2 - C_4 alkenyloxy;

 R^4 is H, OH, OR^{14a} ,

 C_{λ} -C₆ alkyl substituted with 0-3 R^{4a},

 C_2 C_6 alkenyl substituted with 0-3 R^{4a} ,

 C_2 - C_6 alkynyl substituted with 0-3 R^{4a} ,

 C_3-C_1 carbocycle substituted with 0-3 R^{4b} ,

 C_6-C_{10} aryl substituted with 0-3 R^{4b}, or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur wherein said 5 to 10 membered heterocycle is substituted with 0-3 R4b;

 ${\rm R^{4a}},$ at each occurrence, is independently selected from H, F, Cl, Br, ${\rm I}$, CF3,

C₃-C₁₀ carbocycle substituted with 0-3 R^{4b},

 C_6-C_{10} aryl substituted with 0-3 R^{4b} , or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R4b;

 $\rm R^{4b},$ at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=0)CH₃, S(=0)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl,

 C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy, and C_1-C_4 haloalkyl-S-;

 R^5 is H, OR^{14} ;

 C_1-C_6 alkyl substituted with 0-3 R^{5b} ;

 C_1-C_6 alkoxy substituted with 0-3 R^{5b} ;

 C_2-C_6 alkenyl substituted with 0-3 R^{5b} ;

 C_2 - C_6 alkynyl substituted with 0-3 R^{5b} ;

 C_3-C_{10} carbocycle substituted with 0-3 R^{5c} ;

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 C_6 - C_{10} aryl substituted with 0-3 R^{5c} ; or 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c} ;

 R^{5a} is H, OH, C_1 - C_4 alkyl, C_1 - C_4 alkoxy, C_2 - C_4 alkenyl, or C_2 - C_4 alkenyloxy;

 R^{5b} , at each occurrence, is independently selected from: H, C_1 - C_6 alkyl, CF_3 , OR^{14} , Cl, F, Br, I, =0, CN, NO_2 , $NR^{15}R^{16}$;

 C_3-C_{10} carbocycle substituted with 0-3 R^{5c} ;

 C_6-C_{10} aryl substituted with 0-3 R^{5c} ; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, $S(=0) CH_3, S(=0)_2 CH_3,$ $C_1-C_6 \text{ alkyl}, C_1-C_4 \text{ alkoxy}, C_1+C_4 \text{ haloalkyl},$ $C_1-C_4 \text{ haloalkoxy}, \text{ and } C_1-C_4 \text{ haloalkyl}-S-;$

 C_1 - C_6 alkyl substituted with 0-3 R^{6a} ; C_3 - C_{10} carbocycle substituted with 0-3 R^{6b} ; or C_6 - C_{10} aryl substituted with 0-3 R^{6b} ;

 $\rm R^{6a}$, at each occurrence, is independently selected from H, $\rm C_1-C_6$ alkyl, $\rm OR^{14}$, Cl, F, Br, I, =0, CN, $\rm NO_2$, $\rm NR^{15}R^{16}$, aryl or CF3;

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at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, and C₁-C₄ haloalkoxy;

 R^7 , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, CF₃, phenyl and C₁-C₄ alkyl;

 R^{7a} , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, CF₃, and C₁-C₄ alkyl;

 R^{7b} is independently selected from H and C_1 - C_4 alkyl;

Ring B is a 7 membered lactam or thiolactam,
wherein the lactam is 2-oxo-azepinyl or thiolactam is
2-thioxo-azepinyl;

wherein each additional lactam carbon or thiolactam carbon is substituted with 0-2 R^{11} ; provided two R^{11} substituents are present on adjacent atoms and are combined to form a benzo fused radical; wherein said benzo fused radical is substituted with 0-4 R^{13} ;

and,

wherein the lactam or thiolactam contains a heteroatom selected from -N=, -NH-, and $-N(R^{10})-$;

 R^{10} is H, C(=0) R^{17} , C(=0) OR^{17} , C(=0) $NR^{18}R^{19}$, S(=0) $_2NR^{18}R^{19}$, S(=0) $_2R^{17}$;

 C_1-C_6 alkyl optionally substituted with 0-3 R^{10a} ;

 C_6-C_{10} aryl substituted with 0-4 R^{10}

 C_3-C_{10} carbocycle substituted with $0-3\ R^{10b}$; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{10b};

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- R^{10a} at each occurrence, is independently selected from H, C_1 - C_6 alkyl, OR^{14} , Cl, F, Br, I, =0, CR, NO_2 , $NR^{15}R^{16}$, CF_3 , or aryl substituted with 0-4 R^{10b} ;
- R^{10b}, at each occurrence, is independently selected from H, OH, C_1 - C_6 alkyl, C_1 - C_4 alkoxy, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=0)CH₃, S(=0)₂CH₃, C₁-C₆ alkyl, C_1 - C_4 alkoxy, C_1 - C_4 haloalkyl, C_1 - C_4 haloalkyl-S-;
- R¹¹, at each occurrence, is independently selected from H, C₁-C₄ alkoxy, Cl, F, Br, I, CN, NO₂, NR¹⁸R¹⁹, C(=0)R¹⁷, C(=0)QR¹⁷, C(=0)NR¹⁸R¹⁹, S(=0)₂NR¹⁸R¹⁹, CF₃; C₁-C₆ alkyl optionally substituted with 0-3 R^{11a}; C₆-C₁₀ aryl substituted with 0-3 R^{11b}; C₃-C₁₀ carbocycle substituted with 0-3 R^{11b}; or 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{11b};
- R^{11a} , at each occurrence, is independently selected from H, C_1 - C_6 alkyl, OR^{14} , Cl, F, Br, I, =0, CN, NO_2 , $NR^{15}R^{16}$, CF_3 ; phenyl substituted with 0-3 R^{11b} ; C_3 - C_6 cycloalkyl substituted with 0-3 R^{11b} ; and 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{11b} ;
- R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=0)CH₃, S(=0) $_2$ CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl,

 $C_1 - C_4$ haloalkoxy, and $C_1 - C_4$ haloalkyl-S-;

Z is H;

 C_1-C_8 alkyl substituted with 1-3 R^{12} ;

 C_2-C_4 alkenyl substituted with 1-3 R^{12} ;

 C_2-C_4 alkynyl substituted with 1-3 R^{12} ;

 C_1-C_8 alkyl substituted with 0-3 R^{12a} ;

 C_2-C_4 alkenyl substituted with 0-3 R^{12a} ;

 C_2-C_4 alkywyl substituted with 0-3 R^{12a} ;

 C_6-C_{10} aryl\substituted with 0-4 R^{12b};

C₃-C₁₀ carbocycle substituted with 0-4 R^{12b}; or

- 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};
- R^{12} , at each occurrence is independently selected from C_6 - C_{10} aryl substituted with 0-4 R^{12b} ; C_3 - C_{10} carbocycle substituted with 0-4 R^{12b} ; or 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-8 R^{12b} ;
- R^{12a} , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2 $NR^{15}R^{16}$, -C(=0) $NR^{15}R^{16}$, CF_3 , acetyl, SCH_3 , S(=0) CH_3 , S(=0) $_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy, or C_1-C_4 haloalkyl-S-;
- R^{12b} , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2 , $NR^{15}R^{16}$, CF_3 , acetyl, SCH_3 , $S(=0)CH_3$, $S(=0)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy, and C_1-C_4 haloalkyl- $S-C_4$

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- R¹³ at each occurrence, is independently selected from H, OH, C_1 - C_6 alkyl, C_1 - C_4 alkoxy, Cl, F, Br, I, CN, NO_2 , $NR^{15}R^{16}$, and CF_3 ;
- R^{14} is H, phenyl, benzyl, C_1 - C_6 alkyl, C_2 - C_6 alkoxyalkyl, or C_3 - C_6 cycloalkyl;
- R^{14a} is H, pheryl, benzyl, or C_1 - C_4 alkyl;
- R^{15} , at each occurrence, is independently selected from H, C_1 - C_6 alkyl, benzyl, phenethyl, $(C_1$ - C_6 alkyl)-C(=0)-, and $(C_1$ - C_6 alkyl)-S(=0)₂-;
- R^{16} , at each occurrence, is independently selected from H, OH, C_1 - C_6 alkyl, benzyl, phenethyl, $(C_1$ - C_6 alkyl)-C(=0)-, and $(C_1$ - C_6 alkyl)-S(=0)₂-;
- R^{17} is H, C_1 - C_6 alkyl, C_2 - C_6 alkoxyalkyl, aryl substituted by 0-4 R^{17a} , or -CH₂-aryl substituted by 0-4 R^{17a} ;
- R^{17a} is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF₃, OCF₃, SCH₃, S(O)CH₃, SO₂CH₃, -NH₂, -N(CH₃)₂, or C₁-C₄ haloalkyl;
- R^{18} , at each occurrence, is independently selected from H, C_1 - C_6 alkyl, phenyl, benzyl, phenythyl, $(C_1$ - C_6 alkyl)-C(=0)-, and $(C_1$ - C_6 alkyl)-S(=0)₂-; and
- R¹⁹, at each occurrence, is independently selected from H, OH, C_1 - C_6 alkyl, phenyl, benzyl, phenethyl, $(C_1$ - C_6 alkyl)-C(=0)-, and $(C_1$ - C_6 alkyl)-S(=0)₂-;
- provided, when R13 is H,

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g/1 5.1b then Z is H; $C_4-C_8 \text{ alkyl substituted with } 1-3 \text{ R}^{12};$ $C_2-C_4 \text{ alkenyl substituted with } 1-3 \text{ R}^{12};$ $C_2-C_4 \text{ alkynyl substituted with } 1-3 \text{ R}^{12};$ $C_1-C_8 \text{ alkyl substituted with } 0-3 \text{ R}^{12a};$ $C_2-C_4 \text{ alkenyl substituted with } 0-3 \text{ R}^{12a}; \text{ or }$ $C_2-C_4 \text{ alkynyl substituted with } 0-3 \text{ R}^{12a}; \text{ and }$

provided, when ring B is a 1,3,4,5-tetrahydro-1-(Z)-5-(R^{10})-6,6,7,7-tetra(R^{11})-2,4-dioxo-2H-1,5-diazepin-3-yl core, and R^{13} is H; then

 R^{10} is H, $C(=0)R^{17}$, $C(=0)OR^{17}$, $C(=0)NR^{18}R^{19}$, $S(=0)_2NR^{18}R^{19}$, $S(=0)_2R^{17}$; or C_1-C_6 alkyl optionally substituted with 0-3 R^{10a} ;

 $\rm R^{10a},$ at each occurrence, is independently selected from H, C1-C6 alkyl, OR $^{14},$ Cl, F, Br, I, =0, CN, NO $_2$, NR $^{15}\rm R^{16}$, and CF3 .

2.(Amended) A compound, according to Claim 1, of Formula (Ia):

5 h

or a pharmaceutically acceptable salt thereof, wherein:

Z is H:

 C_1-C_8 alkyl substituted with 0-3 R^{12a} ; C_2-C_4 alkenyl substituted with 0-3 R^{12a} ; or

 \mathbb{C}_2 - \mathbb{C}_4 alkynyl substituted with 0-3 \mathbb{R}^{12a} .

(Amended) A compound according to Claim 2 of Formula (Ia)

$$\begin{array}{c|c}
O & R^5 & R^{5a} & R^6 \\
H_2 N & & & & \\
R^3 & R^{3a} & O & & B
\end{array}$$

or a pharmaceutically acceptable salt thereof,

 $R^{3} \text{ is } -(CR^{7}R^{7a})_{n}-R^{4},$ $-(CR^{7}R^{7a})_{n}-S-(CR^{7}R^{7a})_{m}-R^{4},$ $-(CR^{7}R^{7a})_{n}-O-(CR^{7}R^{7a})_{m}-R^{4},$ $-(CR^{7}R^{7a})_{n}-O-(CR^{7}R^{7a})_{m}-R^{4},$ $-(CR^{7}R^{7a})_{n}-R^{7}$ $-(CR^{7}R^{7a})_{n}-O-(CR^{7}R^{7a})_{m}-R^{4}$, or $-(CR^{7}R^{7a})_{n}-N(R^{7b}) + (CR^{7}R^{7a})_{m}-R^{4};$

n is 0, 1, or 2;

m is 0, 1, or 2;

 ${\tt R}^{3a}$ is H, OH, methyl, ethy ${\cline{1}}$, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

 R^4 is H, OH, OR^{14a} ,

 C_1-C_6 alkyl substituted with 0-3 R^{4a} ,

 C_2-C_6 alkenyl substituted with 0-3 R^{4a} ,

 C_2-C_6 alkynyl substituted with 0-3 R^{4a} ,

 C_3-C_{10} carbocycle substituted with 0-3 R^{4b} ,

 C_6-C_{10} aryl substituted with (0-3) R^{4b}, or

5 to 10 membered heterocycle\containing 1 to 4 heteroatoms selected from hitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R4b;

R^{4a}, at each occurrence, is independently selected from H, F, Cl, Br, I, CF₃, C₃-C₁₀ carbocycle substituted with 0-3 R^{4b}, or 5 to 10 membered heterocycle containing 1 to 4 neteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

 R^{4b} , at each occurrence, is independently selected from H, OH, Cl, R, Br, I, CN, NO_2 , $NR^{15}R^{16}$, CF_3 , acetyl, SCH_3 , $S(=0)CH_3$, $S(=0)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, and C_1-C_4 haloalkoxy;

 R^5 is H, OR^{14} ;

 C_1 - C_6 alkyl substituted with 0-3 R^{5b} ;

 C_1-C_6 alkoxy substituted with 0-3 R^{5b} ;

 C_2 - C_6 alkenyl substituted with 0-3 R^{5b} ;

 C_2 - C_6 alkynyl substituted with 0-3 R^{5b} ;

C₃-C₁₀ carbocycle substituted with 0-3 R^{5c};

 C_6-C_{10} aryl substituted with 0-3 R^{5c} ; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with $0-3\ R^{5c}$;

 R^{5a} is H or C_1 - C_4 alkyl;

 R^{5b} , at each occurrence, is independently selected from: H, C_1 - C_6 alkyl, CF_3 , OR^{14} , Cl, F Br, I, =0, CN, NO_2 , $NR^{15}R^{16}$:

 C_3-C_{10} carbocycle substituted with 0-3 R^{5c} ;

 C_6-C_{10} aryl substituted with 0-3 $R^5 \circ C_{10}$ or

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5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

 R^{5c} , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2 , $NR^{15}R^{16}$, CF_3 , acetyl, SCH_3 , $S(=0)CH_3$, $S(=0)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, and C_1-C_4 haloalkoxy;

R⁶ is H, methyl, or ethyl;

 R^7 , at each occurrence is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, CF₃, phenyl and C₁-C₄ alkyl;

 R^{7a} , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, CF₃, and C₁-C₄ alkyl;

R^{7b} is independently selected from H, methyl, ethyl, propyl, and butyl;

Ring B is selected from

R¹⁰ is H, C(=0)R¹⁷, C(=0)OR¹⁷, C(=0)NR¹⁸R¹⁹, $S(=0)_{2}NR^{18}R^{19}, S(=0)_{2}R^{17};$ $C_{1}-C_{6} \text{ alkyl optionally substituted with } 0-2 R^{10a};$ $C_{6}-C_{10} \text{ aryl substituted with } 0-4 R^{10b};$ $C_{3}-C_{10} \text{ carbocycle substituted with } 0-3 R^{10b};$ or

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- to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{10b};
- R^{10a} , at each occurrence, is independently selected from H, C_1-C_6 alkyl, OR^{14} , Cl, F, Br, I, =0, CN, NO_2 , $NR^{15}R^{16}$, CF_3 , or phenyl substituted with 0-4 R^{10b} ;
- $\rm R^{10b},$ at each occurrence, is independently selected from H, OH, C1-C6 alkyl, C1-C4 alkoxy, Cl, F, Br, I, CN, NO2, NR^{15}R^{16}, or CF3;
- R¹¹, at each occurrence, is independently selected from H, C_1 - C_4 alkoxy, Cl, F, Br, I, CN, NO_2 , $NR^{18}R^{19}$, $C(=0)R^{17}$, $C(=0)OR^{17}$, $C(=0)NR^{18}R^{19}$, $S(=0)_2NR^{18}R^{19}$, CF_3 ; C_1 - C_6 alkyl optionally substituted with 0-3 R^{11a} ; C_6 - C_{10} aryl substituted with 0-3 R^{11b} ; C_3 - C_{10} carbocycle substituted with 0-3 R^{11b} ; or 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{11b} ;
- R^{11a} , at each occurrence, is independently selected from H, C_1 - C_6 alkyl, OR^{14} , Cl, F, Br, T, =0, CN, NO_2 , $NR^{15}R^{16}$, CF_3 , or phenyl substituted with 0-3 R^{11b} ;
- R^{11b} , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2 , $NR^{15}R^{16}$, CF_3 , acetyl, SCH_3 , $S(=0)CH_3$, $S(=0)_2CH_3$, C_1-C_6 alkxl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, and C_1-C_4 haloalkoxy.
- Z is H; $C_{1}\text{-}C_{6} \text{ alkyl substituted with 0-3 R}^{12a};$

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 C_2-C_4 alkenyl substituted with 0-3 R^{12a} ; or C_2-C_4 alkynyl substituted with 0-3 R^{12a} ;

- R^{12a} , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2 , $NR^{15}R^{16}$, CF_3 , acetyl, SCH_3 , $S(=0)CH_3$, $S(=0)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 haloalkyl, and C_1-C_4 haloalkoxy;
- R¹³, at each occurrence, is independently selected from H, OH, C_1 + C_6 alkyl, C_1 - C_4 alkoxy, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, and CF₃;

 R^{14} is H, phenyl, benzyl, C_1 - C_6 alkyl, or C_2 - C_6 alkoxyalkyl;

R^{14a} is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

- R^{15} , at each occurrence, is independently selected from H, C_1 - C_6 alkyl, benzyl, phenethyl, $(C_1$ - C_6 alkyl)-C(=0)-, and $(C_1$ - C_6 alkyl)-S(=0)₂-;
- R¹⁶, at each occurrence, is independently selected from H, OH, C_1 - C_6 alkyl, benzyl, phenethyl, $(C_1$ - C_6 alkyl)-C(=0)-, and $(C_1$ - C_6 alkyl)-S(=0)₂-;
- R^{17} is H, C_1 - C_6 alkyl, C_2 - C_6 alkoxyalkyl, aryl substituted by 0-4 R^{17a} or $-CH_2$ -aryl substituted by 0-4 R^{17a} ;
- R^{17a} is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF₃, OCF₃, SCH₃, S(O)CH₃, SO₂CH₃, -NH₂, -N(CH₃)₂, or C₁-C₄ haloalkyl;
- R^{18} , at each occurrence, is independently selected from H, C_1 - C_6 alkyl, phenyl, benzyl, phenythyl, $(C_1$ - C_6 alkyl)-C(=0)-, and $(C_1$ - C_6 alkyl)-S(=0)₂-; and

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R¹⁹, at each occurrence, is independently selected from H, OH, C_1 - C_6 alkyl, phenyl, benzyl, phenethyl, $(C_1$ - C_6 alkyl)-C(=O)-, and $(C_1$ - C_6 alkyl)-S(=O)₂-.

(Twice Amended) A compound according to Claim 3 of Formula (Ia)

or a pharmaceutically acceptable salt thereof, wherein:

 R^3 is $-(CHR^7)_n-R^4$,

n is 0 or 1;

R^{3a} is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

 \mathbb{R}^4 is H, OH, \mathbb{OR}^{14a} ,

 C_1-C_4 alkyl substituted with 0-2 R^{4a} ,

 C_2-C_4 alkenyl substituted with 0-2 R^{4a} ,

 C_2-C_4 alkynyl substituted with 0-1 R^{4a} ,

 C_3 - C_6 carbocycle substituted with 0-3 R^{4b} ,

 C_6-C_{10} aryl substituted with 0-3 \mathbb{R}^{4b} , or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R4b;

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 \mathbb{R}^{4a} , at each occurrence, is independently selected from H, F, Cl, Br, I, CF3, C₃-C₆ carbocycle substituted with 0-3 R^{4b}, phenyl substituted with 0-3 R^{4b} , or 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R4b;

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, \Br , I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, $S(=0)CH_3$, $S(=0)_2CH_3$, C_1-C_4 alkyl, C_1-C_3 alkoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

 R^5 is H, OR^{14} ; C_1-C_4 alkyl substituted with 0-3 R^{5b} ; C_2-C_4 alkenyl substituted with 0-3 R^{5b} ; C_2-C_4 alkynyl substituted with 0-3 R^{5b} ;

R^{5a} is H, methyl, ethyl, propyl, or butyl;

R5b, at each occurrence, is independently selected from: H, methyl, ethyl, propyl, butyl, CF3, OR14, Cl, F, Br, I, =0; C_3-C_6 carbocycle substituted with 0-3 R^{5c} ; phenyl substituted with 0-3 R^{5} ; or 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitragen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c};

R5c, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, \acetyl, SCH₃, $S(=0)CH_3$, $S(=0)_2CH_3$, C_1-C_4 alkyl, C_1-C_3 alkoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

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R⁶ is H;

 \mathbb{R}^7 , at each occurrence, is independently selected from H, \mathbb{F} , \mathbb{CF}_3 , methyl, and ethyl;

Ring B is selected from

 R^{10} is H, C(=0) R^{17} , Q(=0) OR^{17} ;

 C_1 - C_4 alkyl optionally substituted with 0-1 R^{10a} ; phenyl substituted with 0-4 R^{10b} ;

 C_3-C_6 carbocycle substituted with 0-3 R^{10b} ; or

- 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{10b};
- R^{10a} is selected from H, C_1 - C_4 alkyl, OR^{14} , Cl, F, Br, I, =0, CN, NO_2 , $NR^{15}R^{16}$, CF_3 , or phenyl substituted with 0-4 R^{10b} ;
- R^{10b} , at each occurrence, is independently selected from H, OH, C_1 - C_4 alkyl, C_1 - C_3 alkoxy, Cl, F, Br, I, CN, NO_2 , $NR^{15}R^{16}$, or CF_3 ;
- R¹¹ is selected from H, C₁-C₄ alkoxy, Cl, F, NR¹⁸R¹⁹, C(=0)R¹⁷, C(=0)OR¹⁷, CF₃; C₁-C₆ alkyl optionally substituted with 0-3 \mathbb{R}^{11a} ;

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G6-C10 aryl substituted with 0-3 R^{11b};
C3-C6 carbocycle substituted with 0-3 R^{11b}; or
5 to 6 membered heterocycle containing 1 to 4
meteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 6 membered heterocycle
is substituted with 0-3 R^{11b};

 R^{11a} , at each occurrence, is independently selected from H, C_1 - C_4 alkyl, OR^{14} , F, =0, $NR^{15}R^{16}$, CF_3 , or phenyl substituted with 0-3 R^{11b} ;

 R^{11b} , at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3 , C_1 - C_4 alkyl, C_1 - C_3 alkoxy, C_1 - C_2 haloalkyl, and C_1 - C_2 haloalkyr;

Z is H; $C_1-C_4 \text{ alkyl substituted with 0-3 } R^{12a};$ $C_2-C_4 \text{ alkenyl substituted with 0-3 } R^{12a}; \text{ or }$ $C_2-C_4 \text{ alkynyl substituted with 0-3 } R^{12a};$

- R^{12a} , at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3 , acetyl, SCH_3 , $S(=0)CH_3$, $S(=0)_2CH_3$, C_1-C_4 alkyl, C_1-C_5 alkoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;
- R^{13} , at each occurrence, is independently selected from H, OH, C_1 - C_6 alkyl, C_1 - C_4 alkoxy, C_1 , F, Br, I, CN, NO_2 , $NR^{15}R^{16}$, and CF_3 ;
- R^{14} is H, phenyl, benzyl, C_1-C_4 alkyl, or C_2-C_4 alkoxyalkyl;
- R^{15} , at each occurrence, is independently selected from H, C_1 - C_4 alkyl, benzyl, phenethyl, $(C_1$ - C_4 alkyl)-C(=0)-, and $(C_1$ - C_4 alkyl)-S(=0)₂-;

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R¹⁶, at each occurrence, is independently selected from M. OH, C_1-C_4 alkyl, benzyl, phenethyl, (C_1-C_4) alkyl)- (C_1-C_4) alkyl)- (C_1-C_4) alkyl)- (C_1-C_4) alkyl)- (C_1-C_4)

R¹⁷ is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl, ethoxyethyl, phenyl substituted by 0-3 R^{17a}, or -CH₂-phenyl substituted by 0-3 R^{17a};

 R^{17a} is H, methyl, methoxy, -OH, F, Cl, CF₃, or OCF₃;

R¹⁸, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R¹⁹, at each occurrence, is independently selected from H, methyl, and ethyl.

6. (Twice Amended) A compound according to Claim 4 of Formula (Ic):

O R⁵ H O Z R¹³ R¹³ R¹³

or a pharmaceutically acceptable salt thereof wherein

 R^3 is R^4 ,

 R^4 is C_1 - C_4 alkyl substituted with 0-1 R^{4a} , C_2 - C_4 alkenyl substituted with 0-1 R^{4a} , O_3

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 \mathbb{C}_2 - \mathbb{C}_4 alkynyl substituted with 0-1 \mathbb{R}^{4a} ;

R4a is selected from

 $H, F \subset CF_3$

 C_3-C_6 carbocycle substituted with 0-3 R^{4b} , phenyl substituted with 0-3 R^{4b} , or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R4b; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

 R^{4b} , at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3 , acetyl, SCH_3 , $S(=0)CH_3$, $S(=0)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

 R^5 is C_1-C_4 alkyl substituted with 0-1 R^{5b} ; C_2-C_4 alkenyl substituted with 0-1 R^{5b} ; C_2-C_4 alkynyl substituted with 0-1 R^{5b} ;

R^{5b} is selected from:

H, methyl, ethyl, propyl, butyl, CF_8 , OR^{14} , =0; C_3 - C_6 carbocycle substituted with 0-2 R^{5c} ; phenyl substituted with 0-3 R^{5c} ; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl,

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thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

 R^{5c} , at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3 , acetyl, SCH_3 , $S(=0)CH_3$, $S(=0)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, R^{5c} , $R^$

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R¹¹ is selected from H, NR¹⁸R¹⁹, CF

 C_1-C_4 alkyl optionally substituted with 0-1 R^{11a} ; phenyl substituted with 0-3 R^{11b} ;

 C_3 - C_6 carbocycle substituted with 0-3 R^{11b} ; and

- 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{11b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;
- R^{11a} is selected from H, C_1-C_4 alkyl, OR^{14} , F, =0, $NR^{15}R^{16}$, CF_3 , or phenyl substituted with 0-3 R^{11b} ;
- R^{11b} , at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3 , methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1 - C_2 haloalkyl, and C_1 - C_2 haloalkoxy;
- Z is H; $C_1-C_4 \text{ alkyl substituted with } 0-3 \text{ R}^{12a};$ $C_2-C_4 \text{ alkenyl substituted with } 0-3 \text{ R}^{12a}; \text{ or }$

 C_2-C_4 alkynyl substituted with 0-3 R^{12a} ;

- R^{12a} , at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3 , acetyl, SCH_3 , $S(=0)CH_3$, $S(=0)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;
- R^{13} , at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, $NR^{15}R^{16}$, and CF_3 ;
- R¹⁴ is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;
- R¹⁵, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;
- R¹⁶, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=0)-, ethyl-C(=0)-, methyl-S(=0)₂-, and ethyl-S(=0)₂-;
- R¹⁸, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and
- R¹⁹, at each occurrence, is independently selected from H, methyl, and ethyl.
- 8. (Twice Amended) A compound according to Claim 4 of Formula (Ie):

$$H_2N$$
 R^5
 H
 N
 Z
 R^{13}
 R^{13}
 R^{13}
 R^{13}

or a pharmaceutically acceptable salt thereof wherein:

 R^3 is R^4 ,

 R^4 is C_1 - C_4 alkyl substituted with 0-1 R^{4a} , C_2 - C_4 alkenyl substituted with 0-1 R^{4a} , or C_2 - C_4 alkynyl substituted with 0-1 R^{4a} ;

 R^{4a} is selected from H, F, CF_3 ,

 C_3 - C_6 carbocycle substituted with 0-3 R^{4b} , phenyl substituted with 0-3 R^{4b} , or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

 R^{4b} , at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3 , acetyl, SCH_3 , $S(=0)CH_3$, $S(=0)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

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 R^5 is C_1-C_4 alkyl substituted with 0-1 R^{5b} ;

 C_2 - C_4 alkenyl substituted with 0-1 R^{5b} ; C_2 - C_4 alkynyl substituted with 0-1 R^{5b} ;

R^{5b} is selected from:

H, methyl, ethyl, propyl, butyl, CF_3 , OR^{14} , =0; C_3 - C_6 carbocycle substituted with 0-2 R^{5c} ; phenyl substituted with 0-3 R^{5c} ; or

- 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;
- R^{5c} , at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3 , acetyl, SCH_3 , $S(=0)CH_3$, $S(=0)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;
- R^{10} is H, $C(=0)R^{17}$, $C(=0)OR^{17}$; C_1-C_4 alkyl optionally substituted with 0-1 R^{10a} ; phenyl substituted with 0-4 R^{10b} ; C_3-C_6 carbocycle substituted with 0-8 R^{10b} ; or
 - 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{10b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

- R^{10a} is selected from H, methyl, ethyl, propyl, butyl, OR^{14} , Cl, F, =0, $NR^{15}R^{16}$, CF_3 , or phenyl substituted with 0-4 R^{10b} ;
- R^{10b} , at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, Cl, F, $NR^{15}R^{16}$, and CF_3 ;
- Z is H; $C_1-C_4 \text{ alkyl substituted with } 0-3 \text{ R}^{12a};$ $C_2-C_4 \text{ alkenyl substituted with } 0-3 \text{ R}^{12a}; \text{ or }$ $C_2-C_4 \text{ alkynyl substituted with } 0-3 \text{ R}^{12a};$
- R^{12a} , at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3 , acetyl, SCH_3 , $S(=0)CH_3$, $S(=0)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;
- R¹³, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, NR¹⁵R¹⁶, and CF₃;
- R¹⁴ is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;
- R¹⁵, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;
- R¹⁶, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-S(=O)₂-, and ethyl-S(=O)₂-;
- R¹⁷ is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl,

phenyl substituted by 0-3 R^{17a} , or $-CH_2$ -phenyl substituted by 0-3 R^{17a} ;

 R^{17a} is H, methyl methoxy, -OH, F, Cl, CF₃, or OCF₃;

R¹⁸, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R¹⁹, at each occurrence, is independently selected from H, methyl, and ethyl.

10. (Thrice Amended) A compound, according to one of Claims 6, 8, or 25 wherein:

 R^3 is $-CH_3$, $-CH_2CH_3$, $-CH_2CH_2CH_3$, $-CH_2CH_2CH_3$,

 $-CH(CH_3)_2$, $-CH(CH_3)CH_2CH_3$, $-CH_2CH(CH_3)_2$,

 $-CH_2CF_3$, $-CH_2CH_2CF_3$, $-CH_2CH_2CF_3$,

 $-CH=CH_2$, $-CH_2$ C $+CH_2$ C $+CH_3$ C

-CH₂CH₂CH=CH₂,

cis-CH2CH=CH(CH3)

trans-CH₂CH=CH(CH₃ λ)

 $-C \equiv CH$, $-CH_2C \equiv CH$, $-CH_2C \equiv C(CH_3)$,

cyclopropyl-CH₂-, cyclobutyl-CH₂-, cyclopentyl-CH₂-,

cyclohexyl-CH₂-, cyclopxopyl-CH₂CH₂-,

cyclobutyl-CH₂CH₂-, cyclogentyl-CH₂CH₂-,

cyclohexyl-CH₂CH₂-, phenyl-CH₂-,

 $(2-F-pheny1)CH_2-$, $(3-F-pheny1)CH_2-$, $(4-F-pheny1)CH_2-$,

 $(2-Cl-phenyl)CH_2-$, $(3-Cl-phenyl)CH_2-$, $(4-Cl-phenyl)CH_2-$,

 $(2,3-diF-phenyl)CH_2-, (2,4-diF-phenyl)CH_2-,$

(2,5-diF-phenyl)CH₂-, (2,6-diF-phenyl)CH₂-,

 $(3,4-diF-phenyl)CH_2-, (3,5-diF-phenyl)CH_2-,$

 $(2,3-diCl-phenyl)CH_2-, (2,4-diCl-phenyl)CH_2-,$

(2,5-diCl-phenyl)CH₂-, (2,6-diCl-phenyl)CH₂-,

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(3\sqrt{4}-diCl-pheny1)CH_2-, (3,5-diCl-pheny1)CH_2-,
    (3-F-4-Cl-phenyl)CH<sub>2</sub>-, (3-F-5-Cl-phenyl)CH<sub>2</sub>-,
    (3-C1\4-F-pheny1)CH_2-, phenyl-CH<sub>2</sub>CH<sub>2</sub>-,
    (2-F-pheny1)CH<sub>2</sub>CH<sub>2</sub>-, (3-F-pheny1)CH<sub>2</sub>CH<sub>2</sub>-,
    (4-F-pheny1)CH<sub>2</sub>CH<sub>2</sub>-, (2-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
    (3-C1-pheny1)CH<sub>2</sub>CH<sub>2</sub>-, (4-C1-pheny1)CH<sub>2</sub>CH<sub>2</sub>-,
    (2,3-diF-pheny1)CH<sub>2</sub>CH<sub>2</sub>-, (2,4-diF-pheny1)CH<sub>2</sub>CH<sub>2</sub>-,
    (2,5-diF-phen\chi1)CH<sub>2</sub>CH<sub>2</sub>-, (2,6-diF-pheny1)CH<sub>2</sub>CH<sub>2</sub>-,
    (3,4-diF-pheny1) CH_2CH_2-, (3,5-diF-pheny1) CH_2CH_2-,
    (2,3-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,4-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
    (2,5-diCl-phenyl) CH_2CH_2-, (2,6-diCl-phenyl) CH_2CH_2-,
    (3, 4-dicl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3, 5-dicl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
    (3-F-4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, or <math>(3-F-5-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
R^5 is -CH_3, -CH_2CH_3, -CH_2CH_2CH_3, -CH(CH_3)_2, -CH_2CH_2CH_2CH_3,
    -CH(CH_3)CH_2CH_3, -CH_2CH(CH_3)_2, -CH_2C(CH_3)_3,
    -CH_2CH_2CH_2CH_3, -CH(CH_3)\Delta_{H_2}CH_2CH_3, -CH_2CH(CH_3)CH_2CH_3,
    -CH_2CH_2CH(CH_3)_2, -CH(CH_2CH_3)_2, -CH_2CF_3, -CH_2CF_3,
    -CH_2CH_2CH_2CF_3, -CH_2CH_2CH_2CP_3, -CH=CH_2, -CH_2CH=CH_2,
    -CH=CHCH<sub>3</sub>, cis-CH<sub>2</sub>CH=CH(CH<sub>3</sub>), \ rans-CH<sub>2</sub>CH=CH(CH<sub>3</sub>),
    trans-CH_2CH=CH(C_6H_5), -CH_2CH=C(C_4H_3)_2, cis-CH_2CH=CHCH_2CH_3,
    trans-CH<sub>2</sub>CH=CHCH<sub>2</sub>CH<sub>3</sub>, cis-CH<sub>2</sub>CH<sub>2</sub>CN=CH(CH<sub>3</sub>),
    trans-CH_2CH_2CH=CH(CH_3), trans-CH_2CH=CHCH_2(C_6H_5),
    -C \equiv CH, -CH_2C \equiv CH, -CH_2C \equiv C(CH_3), -CH_2C \equiv C(C_6H_5),
    -CH_2CH_2C \equiv CH, -CH_2CH_2C \equiv C(CH_3), -CH_2CH_2C \equiv C(C_6H_5),
   cyclopropyl-CH2-, cyclobutyl-CH2-, cyclopentyl-CH2-,
   cyclohexyl-CH<sub>2</sub>-, (2-CH<sub>3</sub>-cyclopropyl)CH<sub>2</sub>-
    (3-CH_3-cyclobutyl)CH_2-
   cyclopropyl-CH<sub>2</sub>CH<sub>2</sub>-, cyclobutyl-CH<sub>2</sub>CH<sub>2</sub>-,
   cyclopentyl-CH<sub>2</sub>CH<sub>2</sub>-, cyclohexyl-CH<sub>2</sub>CH<sub>2</sub>-,
    (2-CH<sub>3</sub>-cyclopropyl)CH<sub>2</sub>CH<sub>2</sub>-, (3-CH<sub>3</sub>-cyclobutyl)CH<sub>2</sub>CH<sub>2</sub>-,
   phenyl-CH<sub>2</sub>-, (2-F-phenyl)CH<sub>2</sub>-, (3-F-phenyl)CH<sub>2</sub>-
    (4-F-phenyl)CH<sub>2</sub>-, furanyl-CH<sub>2</sub>-, thienyl-CH<sub>2</sub>-,
   pyridyl-CH<sub>2</sub>-, 1-imidazolyl-CH<sub>2</sub>-, oxazolyl-CH<sub>2</sub>-,
   isoxazolyl-CH<sub>2</sub>-,
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phenyl-CH_2CH_2-, (2-F-phenyl)CH_2CH_2-, (3-F-phenyl)CH_2CH_2-,
    (4-F-phenyl)CH_2CH_2-, furanyl-CH<sub>2</sub>CH<sub>2</sub>-, thienyl-CH<sub>2</sub>CH<sub>2</sub>-,
   pyxidyl-CH<sub>2</sub>CH<sub>2</sub>-, 1-imidazolyl-CH<sub>2</sub>CH<sub>2</sub>-, oxazolyl-CH<sub>2</sub>CH<sub>2</sub>-,
   isoxazolyl-CH2CH2-;
Z is methy\lambda, ethyl, i-propyl, n-propyl, n-butyl, i-butyl,
       s-butyl\ t-butyl, or allyl;
R^{10} is H, methyl, ethyl, phenyl, benzyl, phenethyl,
   4-F-phenyl, (4-F-phenyl)CH<sub>2</sub>-, <math>(4-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
   4-Cl-phenyl, (4-Cl-phenyl)CH<sub>2</sub>-, <math>(4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
   4-CH_3-phenyl, (4-CH_3-phenyl)CH_2-, (4-CH_3-phenyl)CH_2CH_2-,
   4-CF_3-phenyl, (4-CF_3-phenyl)CH<sub>2</sub>-, or
   (4-CF_3-phenyl)CH_2CH_2 \rightarrow
R<sup>11</sup>, at each occurrence, is independently selected from
   H, methyl, ethyl, phenyl benzyl, phenethyl,
   4-F-phenyl, (4-F-phenyl)CH<sub>2</sub>-, <math>(4-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
   3-F-phenyl, (3-F-phenyl)CH_2 - (3-F-phenyl)CH_2CH_2 -,
   2-F-phenyl, (2-F-phenyl)CH_2-, (2-F-phenyl)CH_2CH_2-,
   4-Cl-phenyl, (4-Cl-phenyl)CH_2-, (4-Cl-phenyl)CH_2CH_2-,
   3-Cl-phenyl, (3-Cl-phenyl)CH_2-, (3-Cl-phenyl)CH_2CH_2-,
   4-CH_3-phenyl, (4-CH_3-phenyl)CH_2-, (4-CH_3-phenyl)CH_2CH_2-,
   3-CH_3-phenyl, (3-CH_3-phenyl)CH_2-, (3\CH_3-phenyl)CH_2CH_2-,
   4-CF_3-phenyl, (4-CF_3-phenyl)CH_2-, (4-CF_3-phenyl)CH_2CH_2-,
   pyrid-2-yl, pyrid-3-yl, or pyrid-4-yl, and
R<sup>13</sup>, at each occurrence, is independently selected from
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11. (Amended) A compound according to Claim 2 selected from:

H, F, C1, OH, $-CH_3$, $-CH_2CH_3$, $-OCH_3$, or $-CF_3$.

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(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;

(2R,3S) N1-[(\$S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3R)-1\3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3\yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-methyl-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-methyl-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-methyl-3-propyl-butanediamide;

(2R) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-methyl-butanediamide;

Sib

(2R,3S) N1-[1,3-dihydro-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(2-fluorophenyl)-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(2-fluorophenyl)-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-(2-fluorophenyl)-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2S,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

Sup

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(2-fluorophetyl)-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(4-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3\dihydro-1-methyl-2-oxo-5-(4-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-(4-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(pyrid-2-yl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(N-morpholino)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(dimethylamino)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(J) 5-b 10

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(N-methyl-N-phenylamino)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(N-piperidinyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1]3-dihydro-1-methyl-2-oxo-5-(N-homopiperidinyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(3-methoxyphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(pyrid-4-yl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-7-methoxy-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(pyrid-3-yl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3- (cyclopropylmethyl)-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(3-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

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(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(3-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-(3-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-
```

fluorophenyl) -2H-1, 4-benzodiazepin-3-yl]-2-(2-methylpropyl) -3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(3-buten-1-yl)-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(cyclopentylethyl)-butaned amide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(3-buten-1-yl)-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(3-buten-1-yl)-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-)4trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-14-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yll-2-(2-methylpropyl)-3-allyl-butanediamide;

H

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpxopyl)-3-allyl-butanediamide;

(2R,3S) N1 [(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-n-butyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-chlorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(3-buten-1-yl)-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-chlorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-n-butyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-N4-[benzyl]-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-methyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-n-butyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(2-methylpropyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;



(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(4-chlorophenyl)-2H-1 4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-ethyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-propyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-(isopropyl)-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3,3-diallyl-butanediamide; and

(2R,3S) N1-[1,3,4,5-tetrahydro-1 5-dimethyl-2,4-dioxo-2H-1,5-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide.

12. (Amended) A compound, according to Claim 1, of Formula (Ia"):

(/s 5.b)

or a pharmaceutically acceptable salt thereof, wherein:

Z is C₁-C₈ alkyl substituted with 1-3 R¹²;

C₂-C₄ alkenyl substituted with 1-3 R¹²;

C₃-C₄ alkynyl substituted with 1-3 R¹²;

C₆-C₁₀ aryl substituted with 0-4 R^{12b};

C₃-C₁₀ carbocycle substituted with 0-4 R^{12b}; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

provided, when R^{13} is H, then Z is C_4 - C_8 alkyl substituted with 1-3 R^{12} ; C_2 - C_4 alkenyl substituted with 1-3 R^{12} ; or C_2 - C_4 alkynyl substituted with 1-3 R^{12} ; and

provided, when ring B is a 1,3,4,5-tetrahydro-1-(Z)-5-(R¹⁰)-6,6,7,7-tetra(R¹)-2,4-dioxo-2H-1,5-diazepin-3-yl core, and R¹³ is H; then

R¹⁰ is H, C(=0)R¹⁷, C(=0)OR¹⁷, C(=0)NR¹⁸R¹⁹, S(=0)₂NR¹⁸R¹⁹, S(=0)₂R¹⁷; or C₁-C₆ alkyl optionally substituted with 0-3 R^{10a}; and

 R^{10a} , at each occurrence, is independently selected from H, C_1 - C_6 alkyl, OR^{14} , Cl, F, Br, I, =0, CN, NO_2 , $NR^{15}R^{16}$, and CF_3 .

13. (Amended) A compound according to Claim 12 of Formula (Ia")

Sub

$$\begin{array}{c|c}
O & R^5 & R^{5a} & R^6 & O \\
H_2N & & & N & B & N & Z \\
\hline
(Ia")
\end{array}$$

or a pharmaceutically acceptable salt thereof, wherein:

 ${\tt R^{3a}}$ is H, OH, methyl, ethy ${f \lambda}$ propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

 R^4 is H, OH, OR^{14a} ,

 C_1-C_6 alkyl substituted with 0-3 R^{4a} ,

 C_2-C_6 alkenyl substituted with 0-3 R^{4a} ,

 C_2 - C_6 alkynyl substituted with 0-3 R^{4a} ,

 C_3-C_{10} carbocycle substituted with 0-3 R^{4b} ,

 C_6-C_{10} aryl substituted with $0-3\ R^{4b}$, or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with $0-3 R^{4b}$;

R4a, at each occurrence, is independently selected from H, F, Cl, Br, I, CF₃, C₃-C₁₀ carbocycle substituted with 0-3 R^{4b},

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 $(27)^{n-1}$ n is 0, 1, or 2; $(36)^{n-1}$ m is 0, 1, or 2; $(36)^{n-1}$

> C₆-C₁₀ aryl substituted with 0-3 R^{4b}, or 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

 R^{4b} , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2 , $NR^{15}R^{16}$, CF_3 , acetyl, SCH_3 , $S(=0)CH_3$, $S(=0)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, and C_1-C_4 haloalkoxy;

 R^5 is H, OR^{14} ;

 C_1-C_6 alkyl substituted with 0-3 R^{5b};

 C_1 - C_6 alkoxy substituted with 0-3 R^{5b} ;

 C_2-C_6 alkenyl substituted with 0-3 R^{5b} ;

C2-C6 alkynyl substituted with 0-3 R5b;

C₃-C₁₀ carbocycle substituted with 0-3 R^{5c};

 C_6-C_{10} aryl substituted with 0-3 R^{5c} ; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c}.

 R^{5a} is H or C_1-C_4 alkyl;

 R^{5b} , at each occurrence, is independently selected from: H, C_1 - C_6 alkyl, CF_3 , OR^{14} , Cl, F, Br I, =0, CN, NO_2 , $NR^{15}R^{16}$:

 C_3-C_{10} carbocycle substituted with $0-3\ R^{5c}$;

 C_6-C_{10} aryl substituted with 0-3 R^{5c} ; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R5c;

Sub,

RSC, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=0)CH₃, S(=0)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, and C₁-C₄ haloalkoxy;

R⁶ is H, methyl, or ethyl;

 R^7 , at each occurrence, is independently selected from H, OH, Cl, F Br, I, CN, NO₂, CF₃, phenyl, and C₁-C₄ alkyl;

 R^{7a} , at each occurrence, is independently selected from H, OH, Cl, F, Br, T, CN, NO_2 , CF_3 , and C_1 - C_4 alkyl;

R^{7b} is independently selected from H, methyl, ethyl, propyl, and butyl;

Ring B is selected from

 R^{10} is H, $C(=0)R^{17}$, $C(=0)OR^{17}$, $C(=0)NR^{18}R^{19}$, $S(=0)_2NR^{18}R^{19}$, $S(=0)_2R^{17}$;

 C_1-C_6 alkyl optionally substituted with $\sqrt[6]{-2}$ R^{10a} ;

 C_6-C_{10} aryl substituted with 0-4 R^{10b} ;

 C_3-C_{10} carbocycle substituted with 0-3 R^{10b} ; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{10b};

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- R^{10a} , at each occurrence, is independently selected from H, C_1 - C_6 alkyl, OR^{14} , Cl, F, Br, I, =0, CN, NO_2 , $NR^{15}R^{16}$, CF_3 , or phenyl substituted with 0-4 R^{10b} ;
- R^{10b} , at each occurrence, is independently selected from H, OH, C_1 - C_6 alkyl, C_1 - C_4 alkoxy, Cl, F, Br, I, CN, NO_2 , $NR^{15}R^{16}$ or CF_3 ;
- R¹¹, at each occurrence, is independently selected from H, C₁-C₄ alkoxy, Cl, F, Br, I, CN, NO₂, NR¹⁸R¹⁹, C(=0)R¹⁷, C(=0)OR¹⁷, C(=0)NR¹⁸R¹⁹, S(=0)₂NR¹⁸R¹⁹, CF₃; C₁-C₆ alkyl optionally substituted with 0-3 R^{11a}; C₆-C₁₀ aryl substituted with 0-3 R^{11b}; C₃-C₁₀ carbocycle substituted with 0-3 R^{11b}; or 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{11b};
- R^{11a} , at each occurrence, is independently selected from H, C_1 - C_6 alkyl, OR^{14} , Cl, F, Br, I, =0, CN, NO_2 , $NR^{15}R^{16}$, CF_3 , or phenyl substituted with 0-3 R^{11b} ;
- R^{11b} , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2 , $NR^{15}R^{16}$ CF₃, acetyl, SCH₃, S(=0) CH₃, S(=0) CH₃, C_1 -C₆ alkyl, C_1 -C₄ alkoxy, C_1 -C₄ haloalkyl, and C_1 -C₄ haloalkoxy;
- Z is C_1 - C_6 alkyl substituted with 1-3 R^{12} ; C_2 - C_4 alkenyl substituted with 1-3 R^{12} ; C_2 - C_4 alkynyl substituted with 1-3 R^{12} ; C_6 - C_{10} aryl substituted with 0-4 R^{12b} ; C_3 - C_{10} carbocycle substituted with 0-4 R^{12b} ; or 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and

sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

- R¹², at each occurrence, is independently selected from C₆-C₁₀ aryl substituted with 0-4 R^{12b};
 C₃-C₁₀ carbocycle substituted with 0-4 R^{12b}; or
 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};
- R^{12b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=0)CH₃, S(=0)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, and C₁-C₄ haloalkoxy;
- R^{13} , at each occurrence, is independently selected from H, OH, C_1 - C_6 alkyl, C_1 - C_4 alkoxy, Cl, F, Br, I, CN, NO_2 , $NR^{15}R^{16}$, and CF_3 ;
- R^{14} is H, phenyl, benzyl, C_1-C_6 akyl, or C_2-C_6 alkoxyalkyl;
- R^{14a} is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;
- R^{15} , at each occurrence, is independently selected from H, C_1 - C_6 alkyl, benzyl, phenethyl, $(C_1$ - C_6 alkyl)-C(=O)-, and $(C_1$ - C_6 alkyl)-S(=O)₂-;
- R^{16} , at each occurrence, is independently selected from H, OH, C_1 - C_6 alkyl, benzyl, phenethyl, $(C_1$ - C_6 alkyl)-C(=0)-, and $(C_1$ - C_6 alkyl)-S(=0)₂-;
- R^{17} is H, C_1 - C_6 alkyl, C_2 - C_6 alkoxyalkyl, aryl substituted by 0-4 R^{17a} , or -CH₂-aryl substituted by 0-4 R^{17a} ;

Sub

R¹⁷a is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF₃, OCF₃, SCH₃, S(O)CH₃, SO_2 CH₃, -NH₂, -N(CH₃)₂, or C₁-C₄ haloalkyl;

R¹⁸, at each occurrence, is independently selected from H, C_1 - C_6 alkyl, phenyl, benzyl, phenethyl, $(C_1$ - C_6 alkyl)-C(=0)-, and $(C_1$ - C_6 alkyl)-S(=0)₂-; and

 R^{19} , at each occurrence, is independently selected from H, OH, C_1 - C_6 alkyl, phenyl, benzyl, phenethyl, $(C_1$ - C_6 alkyl)-C(=0)-, and $(C_1$ - C_6 alkyl)-S(=0)₂-;

provided, when R^{13} is H, then Z is C_4 - C_6 alkyl substituted with 1-3 R^{12} ; C_2 - C_4 alkenyl substituted with 1-3 R^{12} ; or C_2 - C_4 alkynyl substituted with 1-3 R^{12} .

14. (Amended) A compound according to Claim 13 of Formula (Ia")

or a pharmaceutically acceptable salt thereof, wherein:

 R^3 is $-(CHR^7)_n-R^4$,

n is 0 or 1;

SS SS

R^{3a} is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

 R^4 is H OH, OR^{14a} ,

 $C_1 - C_4$ alkyl substituted with 0-2 R^{4a} ,

 C_2-C_4 alkenyl substituted with 0-2 R^{4a} ,

 C_2-C_4 alkynyl substituted with 0-1 R^{4a} ,

 C_3-C_6 carbocycle substituted with 0-3 R^{4b} ,

 C_6-C_{10} aryl substituted with 0-3 R^{4b} , or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b};

R^{4a}, at each occurrence, is independently selected from H, F, Cl, Br, I, CF₃, C₃-C₆ carbocycle substituted with 0-3 R^{4b}, phenyl substituted with 0-3 R^{4b}, or 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b};

 R^{4b} , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2 , $NR^{15}R^{16}$, CF_3 , acetyl, SCH_3 , $S(=0)CH_3$, $S(=0)_2CH_3$, C_1-C_4 alkyl, C_1-C_3 alkoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

 R^5 is H, OR^{14} ; C_1-C_4 alkyl substituted with 0-3 R^{5b} ; C_2-C_4 alkenyl substituted with 0-3 R^{5b} ; C_2-C_4 alkynyl substituted with 0-3 R^{5b} ;

 R^{5a} is H, methyl, ethyl, propyl, or butyl;

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R^{5b}, at each occurrence, is independently selected from:

N, methyl, ethyl, propyl, butyl, CF₃, OR¹⁴, Cl, F, Br,

I, =0;

C₃-C₅ carbocycle substituted with 0-3 R^{5c};

phenyl substituted with 0-3 R^{5c}; or

5 to 6 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and sulphur wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c};

 R^{5c} , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2 , $NR^{15}R^{16}$, CF_3 , acetyl, SCH_3 , $S(=0)CH_3$, $S(=0)_2CH_3$, C_1-C_4 alkyl, C_1-C_3 alkoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

 R^6 is H;

 \mathbb{R}^7 , at each occurrence, is independently selected from H, F, \mathbb{CF}_3 , methyl, and ethyl;

Ring B is selected from

R¹⁰ is H, C(=0)R¹⁷, C(=0)OR¹⁷;

C₁-C₄ alkyl optionally substituted with 0-1 R^{10a};

phenyl substituted with 0-4 R^{10b};

C₃-C₆ carbocycle substituted with 0-3 R^{10b}; or

5 to 6 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and

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sulphur, wherein said 5 to 6 membered heterocycle is substituted with $0-3~\mathrm{R}^{10\mathrm{b}};$

 R^{10a} is selected from H, C_1 - C_4 alkyl, OR^{14} , Cl, F, Br, I, =0, CN, NO_2 , $NR^{15}R^{16}$, CF_3 , or phenyl substituted with 0-4 R^{10b} .

 R^{10b} , at each occurrence, is independently selected from H, OH, C_1-C_4 alkyl, C_1-C_3 alkoxy, Cl, F, Br, I, CN, NO_2 , $NR^{15}R^{16}$, or CR_3 ;

R¹¹ is selected from H, C_1 - C_4 alkoxy, Cl, F, $NR^{18}R^{19}$, $C(=0)R^{17}$, $C(=0)OR^{17}$, CF_3 ;

 C_1-C_6 alkyl optionally substituted with 0-3 R^{11a} ; C_6-C_{10} aryl substituted with 0-3 R^{11b} ;

C₃-C₆ carbocycle substituted with 0-3 R^{11b}; or

- 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{11b};
- R^{11a} , at each occurrence, is independently selected from H, C_1 - C_4 alkyl, OR^{14} , F, =0, $NR^{15}R^{16}$, CF_3 , or phenyl substituted with 0-3 R^{11b} ;
- R^{11b} , at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3 , C_1-C_4 alkyl, C_1-C_3 alkoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalky;
- Z is C_1-C_4 alkyl substituted with 1-3 R^{12} ; C_2-C_4 alkenyl substituted with 1-3 R^{12} ; C_2-C_4 alkynyl substituted with 1-3 R^{12} ; C_6-C_{10} aryl substituted with 0-4 R^{12b} ; C_3-C_6 carbocycle substituted with 0-4 R^{12b} ; or

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- to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{12b};
- R¹², at each occurrence, is independently selected from C₆-C₁₀ aryl substituted with 0-4 R^{12b};
 C₃-C₆ carbocycle substituted with 0-4 R^{12b}; or
 5 to 10 membered heterocycle containing 1 to 4
 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};
- R^{12b} , at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3 , acetyl, SCH_3 , $S(=0)CH_3$, $S(=0)_2CH_3$, C_1-C_4 alkyl, C_1-C_3 alkoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;
- R^{13} , at each occurrence, is independently selected from H, OH, C_1 - C_6 alkyl, C_1 - C_4 alkoxy, Cl, F, Br, I, CN, NO_2 , $NR^{15}R^{16}$, and CF_3
- R^{14} is H, phenyl, benzyl, $C_1 C_4$ alkyl, or $C_2 C_4$ alkoxyalkyl;
- R^{15} , at each occurrence, is independently selected from H, C_1-C_4 alkyl, benzyl, phenethyl, $(C_1-C_4$ alkyl)-C(=0)-, and $(C_1-C_4$ alkyl)- $S(=0)_2$ -;
- R^{16} , at each occurrence, is independently selected from H, OH, C_1 - C_4 alkyl, benzyl, phenethyl, $(C_1$ - C_4 alkyl)-C(=0)-, and $(C_1$ - C_4 alkyl)-S(=0)₂-;
- R¹⁷ is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl, ethoxyethyl, phenyl substituted by 0-3 R^{17a}, or

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 CH_2 -phenyl substituted by 0-3 R^{17a} ;

R^{17a} is H, methyl, methoxy, -OH, F, Cl, CF₃, or OCF₃;

R¹⁸, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R¹⁹, at each occurrence, is independently selected from H, methyl, and ethyl;

provided, when R^{13} is H, then Z is butyl substituted with 1-3 R^{12} ; C_2 - C_4 alkenyl substituted with 1-3 R^{12} ; or C_2 - C_4 alkynyl substituted with 1-3 R^{12} .

16. (Twice Amended) A compound according to Claim 14 of Formula (Ic):

$$H_2N$$
 R^5
 H
 N
 Z
 R^{13}
 R^{13}
 R^{13}

or a pharmaceutically acceptable salt thereof wherein

 R^3 is R^4 ,

 R^4 is C_1-C_4 alkyl substituted with 0-1 R^{4a} , C_2-C_4 alkenyl substituted with 0-1 R^{4a} , or C_2-C_4 alkynyl substituted with 0-1 R^{4a} ;

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tetrazolyl;

R4a is selected from

H, F, CF₃,

C₃-C₆ carbocycle substituted with 0-3 R^{4b},

phenyl substituted with 0-3 R^{4b}, or

5 to 6 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and

sulphur, wherein said 5 to 6 membered heterocycle

is substituted with 0-3 R^{4b}; wherein said 5 to 6

membered heterocycle is selected from pyridinyl,

pyrimidinyl, triazinyl, furanyl, thienyl,

thiazolyl, pyrrolyl, piperazinyl, piperidinyl,

pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and

 R^{4b} , at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3 , acetyl, SCH_3 , $S(=0)CH_3$, $S(=0)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

 R^5 is C_1 - C_4 alkyl substituted with 0-1 R^{5b} ; C_2 - C_4 alkenyl substituted with 0-1 R^{5b} ; C_2 - C_4 alkynyl substituted with 0-1 R^{5b} ;

 R^{5b} is selected from: H, methyl, ethyl, propyl, butyl, CF_3 , OR^{14} , =0; C_3 - C_6 carbocycle substituted with 0-2 R^{5c} ; phenyl substituted with 0-3 R^{5c} ; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl,

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> pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

 R^{5c} , at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3 , acetyl, SCH_3 , $S(=0)CH_3$, $S(=0)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R¹¹ is selected from
H, NR¹⁸R¹⁹, CF₃;

C₁-C₄ alkyl optionally substituted with 0-1 R^{11a};

phenyl substituted with 0-3 R^{11b};

C₃-C₆ carbocycle substituted with 0-3 R^{11b}; or

5 to 6 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and

sulphur, wherein said 5 to 6 membered heterocycle
is substituted with 0-3 R^{11b}; wherein said 5 to 6

membered heterocycle is selected from pyridinyl,

pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

 $\rm R^{11a}$ is selected from H, C1-C4 alkyl, OR^{14}, F, =O, NR^{15}R^{16}, CF_3, or phenyl substituted with O-3 R^{11b};

 R^{11b} , at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3 , methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1 - C_2 haloalkoxy;

Z is C_1-C_3 alkyl substituted with 1-3 R^{12} ; C_2-C_3 alkenyl substituted with 1-3 R^{12} ; C_2-C_3 alkynyl substituted with 1-3 R^{12} ; C_6-C_{10} aryl substituted with 0-4 R^{12b} ;

C₃-C₆ carbocycle substituted with 0-3 R^{12b}; or 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{12b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

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- R^{12} , at each occurrence, is independently selected from C_6-C_{10} aryl substituted with 0-4 R^{12b} ; C_3-C_6 carbocycle substituted with 0-3 R^{12b} ; or
 - 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{12b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, futanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;
- R^{12b} , at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3 , acetyl, SCH_3 , $S(=0)CH_3$, $S(=0)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;
- R^{13} , at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, $NR^{15}R^{16}$, and CF_3 ;
- R¹⁴ is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

 R^{15} , at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

 R^{16} , at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=0)-, ethyl-C(=0)-, methyl-S(=0)₂-, and ethyl-S(=0)₂-;

R¹⁸, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R¹⁹, at each occurrence, is independently selected from H, methyl, and ethyl;

provided, when R^{13} is H, then Z is C_2-C_3 alkenyl substituted with 1-3 R^{12} ; or C_2-C_3 alkynyl substituted with 1-3 R^{12} .

18. (Twice Amended) A compound according to Claim 14 of Formula (Ie)

 H_2N R^5 H N Z R^{13} R^{10} R^{13} R^{13}

or a pharmaceutically acceptable salt thereof wherein:

 R^3 is R^4 .

 R^4 is C_1-C_4 alkyl substituted with 0-1 R^{4a} , C_2-C_4 alkenyl substituted with 0-1 R^{4a} , or

 C_2 - C_4 alkynyl substituted with 0-1 R^{4a} ;

R^{4a} is selected from

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 C_3 - C_6 carbocycle substituted with 0-3 R^{4b} , phenyl substituted with 0-3 R^{4b} , or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R4b; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

 R^{4b} , at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, Cf, acetyl, SCH_3 , $S(=0)CH_3$, $S(=0)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

 R^5 is C_1 - C_4 alkyl substituted with 0-1 R^{5b} ; C_2 - C_4 alkenyl substituted with 0-1 R^{5b} ; C_2 - C_4 alkynyl substituted with 0-1 R^{5b} ;

R^{5b} is selected from:

H, methyl, ethyl, propyl, butyl, CF_3 , OR^{14} , =0; C_3 - C_6 carbocycle substituted with 0-2 R^{5c} ; phenyl substituted with 0-3 R^{5c} ; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl,

thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

- R^{5c} , at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3 , acetyl, SCH_3 , $S(=0)CH_3$, $S(=0)_2CH_3$, nethyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;
- R¹⁰ is H, C(=0)R¹⁷, d(=0)OR¹⁷;

 C₁-C₄ alkyl optionally substituted with 0-1 R^{10a};

 phenyl substituted with 0-4 R^{10b};

 C₃-C₆ carbocycle substituted with 0-3 R^{10b}; or

 5 to 6 membered heterocycle containing 1 to 4

 heteroatoms selected from nitrogen, oxygen, and
 sulphur, wherein said 5 to 6 membered heterocycle
 is substituted with 0-3 R^{10b}; wherein said 5 to 6

 membered heterocycle is selected from pyridinyl,
 pyrimidinyl, triazinyl furanyl, thienyl,
 thiazolyl, pyrrolyl, piperazinyl, piperidinyl,
 pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and
 tetrazolyl;
- R^{10a} is selected from H, methyl, ethyl, propyl, butyl, OR^{14} , Cl, F, =0, $NR^{15}R^{16}$, CF_3 , or phenyl substituted with 0-4 R^{10b} ;
- R^{10b}, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, Cl, F, NR¹⁵R¹⁶, and CF₃;
- Z is C_1-C_3 alkyl substituted with 1-3 R^{12} ; C_2-C_3 alkenyl substituted with 1-3 R^{12} ; C_2-C_3 alkynyl substituted with 1-3 R^{12} ; C_6-C_{10} aryl substituted with 0-4 R^{12b} ;

C₃-C₆ carbocycle substituted with 0-3 R^{12b}; or 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{12b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R¹², at each occurrence is independently selected from C₆-C₁₀ aryl substituted with 0-4 R^{12b};
C₃-C₆ carbocycle substituted with 0-3 R^{12b}; or
5 to 6 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0 R^{12b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

 R^{12b} , at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3 , acetyl, SCH_3 , $S(=0)CH_3$, $S(=0)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R¹³, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, NR¹⁵R¹⁶, and CF₃;

 R^{14} is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

- R¹⁵, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;
- R^{16} , at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl methyl-C(=0)-, ethyl-C(=0)-, methyl-S(=0)₂-, and ethyl-S(=0)₂-;
- R¹⁷ is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl, ethoxyethyl, phenyl substituted by 0-3 R^{17a}, or -CH₂-phenyl substituted by 0-3 R^{17a};
- R^{17a} is H, methyl, methoxy, -OR, F, Cl, CF_3 , or OCF_3 ;
- R¹⁸, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and
- R¹⁹, at each occurrence, is independently selected from H, methyl, and ethyl;

provided, when R^{13} is H, then Z is C_2 - C_3 alkenyl substituted with 1-3 R^{12} , or C_2 - C_3 alkynyl substituted with 1-3 R^{12} .

20. (Thrice Amended) A compound according to one of Claims 16, 18, or 26 wherein:

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 R^3 is $-CH_3$, $-CH_2CH_3$, $-CH_2CH_2CH_3$, $-CH_2CH_2CH_2CH_3$, $-CH(CH_3)_2$, $-CH(CH_3)_3$, $-CH_2CH_3$, $-CH_2CH_3$, $-CH_2CH_3$, $-CH_2CH_3$, $-CH_3CH_3$, $-CH_3$,

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\forallrans-CH<sub>2</sub>CH=CH(CH<sub>3</sub>),
     -C \equiv CH, -CH_2C \equiv CH, -CH_2C \equiv C(CH_3),
    cyclopropyl-CH<sub>2</sub>-, cyclobutyl-CH<sub>2</sub>-, cyclopentyl-CH<sub>2</sub>-,
    cyclohexyl-CH<sub>2</sub>-, cyclopropyl-CH<sub>2</sub>CH<sub>2</sub>-,
    cyclobuty1-CH2CH2-, cyclopenty1-CH2CH2-,
    cyclohexx1-CH2CH2-, phenyl-CH2-,
     (2-F-phenyl)CH_2-, (3-F-phenyl)CH_2-, (4-F-phenyl)CH_2-,
    (2-Cl-pheny1)CH_2-, (3-Cl-pheny1)CH_2-, (4-Cl-pheny1)CH_2-,
     (2,3-diF-pheny1)CH<sub>2</sub>-, (2,4-diF-pheny1)CH<sub>2</sub>-,
     (2,5-diF-pheny) CH<sub>2</sub>-, (2,6-diF-pheny) CH<sub>2</sub>-,
    (3,4-diF-phenyl)CH<sub>2</sub>-, (3,5-diF-phenyl)CH<sub>2</sub>-,
    (2,3-diCl-phenyl)\dot{C}H_2-, (2,4-diCl-phenyl)CH_2-,
    (2,5-diCl-phenyl)CH<sub>2</sub>-, (2,6-diCl-phenyl)CH<sub>2</sub>-,
    (3, 4-diCl-phenyl)CH<sub>2</sub> \ (3, 5-diCl-phenyl)CH<sub>2</sub>-,
    (3-F-4-Cl-phenyl)CH<sub>2</sub>-, (3-F-5-Cl-phenyl)CH<sub>2</sub>-,
    (3-C1-4-F-pheny1)CH_2-, phenyl-CH_2CH_2-,
    (2-F-pheny1)CH<sub>2</sub>CH<sub>2</sub>-, <math>(3-F-pheny1)CH<sub>2</sub>CH<sub>2</sub>-,
    (4-F-phenyl)CH_2CH_2-, (2-Cl\phenyl)CH_2CH_2-,
    (3-C1-pheny1)CH_2CH_2-, (4-C1\pheny1)CH_2CH_2-,
    (2,3-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,4-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
    (2,5-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,6-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
    (3,4-diF-pheny1)CH<sub>2</sub>CH<sub>2</sub>-, (3,5-d)F-pheny1)CH<sub>2</sub>CH<sub>2</sub>-,
    (2,3-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,4-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
    (2,5-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,6-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
    (3, 4-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3, 5-diCl\phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
    (3-F-4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, or <math>(3-F-5-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
R^5 is -CH_3, -CH_2CH_3, -CH_2CH_2CH_3, -CH(CH_3)_2\ -CH_2CH_2CH_2CH_3,
    -CH(CH_3)CH_2CH_3, -CH_2CH(CH_3)_2, -CH_2C(CH_3)_3
    -CH_2CH_2CH_2CH_3, -CH(CH_3)CH_2CH_2CH_3, -CH_2CH_4(CH_3)CH_2CH_3,
    -CH_2CH_2CH(CH_3)_2, -CH(CH_2CH_3)_2, -CH_2CF_3, -CH_2CF_3,
    -CH_2CH_2CH_2CF_3, -CH_2CH_2CH_2CF_3, -CH=CH_2, -C\dot{H}_2CH=CH_2,
    -CH=CHCH<sub>3</sub>, cis-CH<sub>2</sub>CH=CH(CH<sub>3</sub>), trans-CH<sub>2</sub>CH=CH(CH_3),
   trans-CH<sub>2</sub>CH=CH(C<sub>6</sub>H<sub>5</sub>), -CH<sub>2</sub>CH=C(CH<sub>3</sub>)<sub>2</sub>, cis-CH<sub>2</sub>CH=CHCH<sub>2</sub>CH<sub>3</sub>,
    trans-CH<sub>2</sub>CH=CHCH<sub>2</sub>CH<sub>3</sub>, cis-CH<sub>2</sub>CH<sub>2</sub>CH=CH(CH<sub>3</sub>),
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trans-CH_2CH_2CH=CH(CH_3), trans-CH_2CH=CHCH_2(C_6H_5),
   -C = CH_1, -CH_2C = CH_2, -CH_2C = C(CH_3), -CH_2C = C(C_6H_5),
   -CH_2CH_2C\equiv CH, -CH_2CH_2C\equiv C(CH_3), -CH_2CH_2C\equiv C(C_6H_5),
   cyclopropyl-CH<sub>2</sub>-, cyclobutyl-CH<sub>2</sub>-, cyclopentyl-CH<sub>2</sub>-,
   cyclohexyl-CH<sub>2</sub>-, (2-CH<sub>3</sub>-cyclopropyl)CH<sub>2</sub>-,
   (3-CH_3-c\chi clobutyl)CH_2-
   cyclopropyl-CH<sub>2</sub>CH<sub>2</sub>-, cyclobutyl-CH<sub>2</sub>CH<sub>2</sub>-,
   cyclopentyl\CH2CH2-, cyclohexyl-CH2CH2-,
   (2-CH_3-cyclopropyl)CH_2CH_2-, (3-CH_3-cyclobutyl)CH_2CH_2-,
   phenyl-CH<sub>2</sub>-, (2-F-phenyl)CH<sub>2</sub>-, (3-F-phenyl)CH<sub>2</sub>-,
   (4-F-phenyl)CH_2 - furanyl-CH_2-, thienyl-CH_2-,
   pyridyl-CH<sub>2</sub>-, 1-inidazolyl-CH<sub>2</sub>-, oxazolyl-CH<sub>2</sub>-,
   isoxazolyl-CH<sub>2</sub>-,
   phenyl-CH_2CH_2-, (2-F\phenyl)CH_2CH_2-, (3-F-phenyl)CH_2CH_2-,
   (4-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, Kuranyl-CH<sub>2</sub>CH<sub>2</sub>-, thienyl-CH<sub>2</sub>CH<sub>2</sub>-,
   pyridyl-CH<sub>2</sub>CH<sub>2</sub>-, 1-imidazolyl-CH<sub>2</sub>CH<sub>2</sub>-, oxazolyl-CH<sub>2</sub>CH<sub>2</sub>-,
   isoxazolyl-CH<sub>2</sub>CH<sub>2</sub>-;
Z is phenyl, 2-F-phenyl, 3-F\phenyl, 4-F-phenyl,
   2-Cl-phenyl, 3-Cl-phenyl, 4\Cl-phenyl, 2,3-diF-phenyl,
   2,4-dif-phenyl, 2,5-dif-phenyl, 2,6-dif-phenyl,
   3,4-diF-phenyl, 3,5-diF-phenyl, 2,3-diCl-phenyl,
   2,4-diCl-phenyl, 2,5-diCl-phenyl, 2,6-diCl-phenyl,
   3,4-diCl-phenyl, 3,5-diCl-phenyl\ 3-F-4-Cl-phenyl,
   3-F-5-Cl-phenyl, 3-Cl-4-F-phenyl, 2-MeO-phenyl,
   3-MeO-phenyl, 4-MeO-phenyl, 2-Me-phenyl, 3-Me-phenyl,
   4-Me-phenyl, 2-MeS-phenyl, 3-MeS-phenyl, 4-MeS-phenyl,
   2-CF<sub>3</sub>O-phenyl, 3-CF<sub>3</sub>O-phenyl, 4-CF<sub>3</sub>O-phenyl,
   furanyl, thienyl, pyridyl, 2-Me-pyridyl, 3-Me-pyridyl,
      4-Me-pyridyl, 1-imidazolyl, oxazolyl\(\) isoxazolyl,
   cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl,
      N-piperidinyl,
  phenyl-CH<sub>2</sub>-, (2-F-phenyl)CH<sub>2</sub>-, (3-F-phenyl)CH<sub>2</sub>-,
  (4-F-phenyl)CH<sub>2</sub>-, (2-Cl-phenyl)CH<sub>2</sub>-, (3-Cl-phenyl)CH<sub>2</sub>-,
         (4-Cl-phenyl)CH<sub>2</sub>-, (2,3-diF-phenyl)CH<sub>2</sub>-,
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(2,4-diF-phenyl)CH<sub>2</sub>-, (2,5-diF-phenyl)CH<sub>2</sub>-,
 (2,6\dif-phenyl)CH_2-, (3,4-dif-phenyl)CH_2-,
(3,5-diF-phenyl)CH<sub>2</sub>-, (2,3-diCl-phenyl)CH<sub>2</sub>-,
(2,4-di\&1-phenyl)CH<sub>2</sub>-, (2,5-diCl-phenyl)CH<sub>2</sub>-,
(2,6-diCl\phenyl)CH<sub>2</sub>-, (3,4-diCl-phenyl)CH<sub>2</sub>-,
(3,5-diCl-phenyl)CH<sub>2</sub>-, (3-F-4-Cl-phenyl)CH<sub>2</sub>-,
(3-F-5-Cl-pheny1)CH_2-, (3-Cl-4-F-pheny1)CH_2-,
(2-MeO-pheny1)CH<sub>2</sub>-, (3-MeO-pheny1)CH<sub>2</sub>-,
(4-MeO-pheny1) C_{12}, (2-Me-pheny1) C_{12},
(3-Me-pheny1)CH_2 - (4-Me-pheny1)CH_2 -
(2-MeS-pheny1)CH_2-\lambda (3-MeS-pheny1)CH_2-,
\underline{\textbf{1}}4-MeS-phenyl)CH<sub>2</sub>-,(2-CF<sub>3</sub>O-phenyl)CH<sub>2</sub>-,
(3-CF_3O-phenyl)CH_2-, (4-CF_3O-phenyl)CH_2-,
(furanyl)CH_2-, (thienyl)CH_2-, (pyridyl)CH_2-,
(2-Me-pyridy1)CH_2-, (3-Me-pyridy1)CH_2-,
(4-Me-pyridy1)CH_2-, (1-imidazoly1)CH_2-,
(oxazolyl)CH_2-, (isoxazolyl)CH_2-,
(cyclopropy1)CH2-, (cyclobuty1)CH2-, (cyclopenty1)CH2-,
(cyclohexyl)CH2-, (N-piperidinyl)CH2-,
phenyl-CH<sub>2</sub>CH<sub>2</sub>-, (phenyl)<sub>2</sub>CHCH<sub>2</sub>-\setminus (2-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
(3-F-pheny1)CH<sub>2</sub>CH<sub>2</sub>-, (4-F-pheny1)CH<sub>2</sub>CH<sub>2</sub>-,
(2-C1-pheny1)CH_2CH_2-, (3-C1-pheny1)CH_2CH_2-,
(4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,3-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
(2,4-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,5-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
(2,6-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3,4-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
(3,5-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,3-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
(2, 4-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2, 5-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
(2,6-diCl-phenyl)CH_2CH_2-, (3,4-diCl-phenyl)CH_2CH_2-,
(3,5-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, <math>(3-F-4-Cl-pheny1)CH<sub>2</sub>CH<sub>2</sub>-,
(3-F-5-C1-pheny1)CH<sub>2</sub>CH<sub>2</sub>-, (3-C1-4-F-pheny1)CH<sub>2</sub>CH<sub>2</sub>-,
(2-MeO-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3-MeO-phenyl)CH<sub>2</sub>CH<sub>2</sub>-
(4-MeO-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2-Me-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
(3-Me-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (4-Me-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
(2-MeS-pheny1)CH<sub>2</sub>CH<sub>2</sub>-, (3-MeS-pheny1)CH<sub>2</sub>CH<sub>2</sub>-,
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(4-\text{MeS-phenyl}) CH_2CH_2-, (2-CF_3O-\text{phenyl}) CH_2CH_2-,
    (3-CF_3O-pheny1)CH_2CH_2-, (4-CF_3O-pheny1)CH_2CH_2-,
       (furanyl)CH2CH2-, (thienyl)CH2CH2-, (pyridyl)CH2CH2-,
    (2-Me-pyridyl)CH<sub>2</sub>CH<sub>2</sub>-, (3-Me-pyridyl)CH<sub>2</sub>CH<sub>2</sub>-,
    (4-Me-pyridyl)CH<sub>2</sub>CH<sub>2</sub>-, (imidazolyl)CH<sub>2</sub>CH<sub>2</sub>-,
       (oxazoly1)CH_2CH_2-, (isoxazoly1)CH_2CH_2-,
       (cyclopropyl)CH2CH2-, (cyclobutyl)CH2CH2-,
       (cyclopentyl)CH<sub>2</sub>CH<sub>2</sub>-, (cyclohexyl)CH<sub>2</sub>CH<sub>2</sub>-, or
       (N-piperidinyl) CH2CH2-;
R<sup>10</sup> is H, methyl, ethyl, phenyl, benzyl, phenethyl,
   4-F-phenyl, (4-F-phenyl)CH<sub>2</sub>-, (4-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
   4-Cl-phenyl, (4-Cl-phenyl)CH<sub>2</sub>-, <math>(4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
   4-CH_3-phenyl, (4-CH_3-phenyl)CH_2-, (4-CH_3-phenyl)CH_2CH_2-,
   4-CF_3-phenyl, (4-CF_3-phenyl)CH_2-, or
   (4-CF_3-phenyl)CH_2CH_2-;
R<sup>11</sup>, at each occurrence, is independently selected from
   H, methyl, ethyl, phenyl, benzyl, phenethyl,
   4-F-phenyl, (4-F-phenyl)CH<sub>2</sub>-, <math>(4-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
   3-F-phenyl, (3-F-phenyl)CH_2-, (3-F-phenyl)CH_2CH_2-,
   2-F-phenyl, (2-F-phenyl)CH_2-, (2-F-phenyl)CH_2CH_2-,
   4-Cl-phenyl, (4-Cl-phenyl)CH<sub>2</sub>-, <math>(4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
   3-Cl-phenyl, (3-Cl-phenyl)CH<sub>2</sub>-, <math>(3-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
   4-CH_3-pheny1, (4-CH_3-pheny1)CH_2-, (4-CH_3-pheny1)CH_2CH_2-,
   3-CH_3-phenyl, (3-CH_3-phenyl)CH_2-, (3-CH_3-phenyl)CH_2CH_2-,
   4-CF_3-phenyl, (4-CF_3-phenyl)CH_2-, (4-CF_3-phenyl)CH_2CH_2-,
   pyrid-2-yl, pyrid-3-yl, or pyrid-4-yl, and
R<sup>13</sup>, at each occurrence, is independently selected\from
   H, F, C1, OH, -CH_3, -CH_2CH_3, -OCH_3, or -CF_3.
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22. A pharmaceutical composition comprising a compound of Claim 1 and a pharmaceutically acceptable carrier.

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- 23. (Twice Amended) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 1.
- 25. A compound according to Claim 4 of Formula (Ig):

$$H_2N$$
 R^5
 H
 N
 Z
 R^{13}
 R^{10}
 R^{13}

or a pharmaceutical y acceptable salt thereof wherein:

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 \mathbb{R}^3 is \mathbb{R}^4 ,

 R^4 is C_1-C_4 alkyl substituted with 0-1 R^{4a} , C_2-C_4 alkenyl substituted with 0-1 R^{4a} , or C_2-C_4 alkynyl substituted with 0-1 R^{4a} ;

 R^{4a} , at each occurrence, is independently selected from H, F, CF_3 ,

 C_3-C_6 carbocycle substituted with 0-3 R^{4b} , phenyl substituted with 0-3 R^{4b} , or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R4b; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=0)CH₃, S(=0)₂CH₃, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

 R^5 is C_1-C_4 alkyl substituted with 0-1 R^{5b} ; C_2-C_4 alkenyl substituted with 0-1 R^{5b} ; C_2-C_4 alkynyl substituted with 0-1 R^{5b} ;

 R^{5b} is selected from: H, methyl, ethyl, propyl, butyl, CF_3 , OR^{14} , =0; C_3 - C_6 carbocycle substituted with 0-2 R^{5c} ; phenyl substituted with 0-3 R^{5c} ; or

- 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;
- R^{5c} , at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3 , acetyl, SCH_3 , $S(=0)CH_3$, $S(=0)_2CH_3$, methyl, ethyl, propyl butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;
- R¹⁰ is H, C(=0)R¹⁷, C(=0)OR¹⁷;

 C₁-C₄ alkyl optionally substituted with 0-1 R^{10a};

 phenyl substituted with 0-4 R^{10b};

 C₃-C₆ carbocycle substituted with 0-3 R^{10b}; or

 5 to 6 membered heterocycle containing 1 to 4

 heteroatoms selected from nitrogen, oxygen, and

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sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{10b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

- R^{10a} is selected from H, methyl, ethyl, propyl, butyl, OR^{14} , Cl, F, =0, $NR^{15}R^{16}$, CF_3 , or phenyl substituted with 0-4 R^{10b} ;
- R^{10b} , at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, Cl, F, $NR^{15}R^{16}$, and CF_3 ;
- Z is H; $C_1-C_4 \text{ alkyl substituted with } 0-3 \text{ R}^{12a};$ $C_2-C_4 \text{ alkenyl substituted with } 0-3 \text{ R}^{12a}; \text{ or }$ $C_2-C_4 \text{ alkynyl substituted with } 0-3 \text{ R}^{12a};$
- R^{12a} , at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3 , acetyl, SCH_3 , $S(=0)CH_3$, $S(=0)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl and C_1-C_2 haloalkoxy;
- R^{13} , at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, $NR^{15}R^{16}$, and CF_3 ;
- R¹⁴ is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;
- R¹⁵, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

R¹⁶, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=0)-, ethyl-C(=0)-, methyl-S(=0)₂-, and ethyl-S(=0)₂-;

R¹⁷ is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl, ethoxyethyl, phenyl substituted by 0-3 R^{17a}, or -CH₂-phenyl substituted by 0-3 R^{17a};

 R^{17a} is H, methyl, methoxy, -OH, F, Cl, CF₃, or OCF₃;

R¹⁸, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R¹⁹, at each occurrence, is independently selected from H, methyl, and ethyl.

26. A compound according to Claim 14 of Formula (Ig):

$$H_2N$$
 R^5
 H
 N
 Z
 R^{13}
 R^{13}

or a pharmaceutically acceptable salt thereof wherein:

 R^3 is R^4 ,

 R^4 is C_1 - C_4 alkyl substituted with 0-1 R^{4a} , C_2 - C_4 alkenyl substituted with 0-1 R^{4a} , or C_2 - C_4 alkynyl substituted with 0-1 R^{4a} ;

Ra is selected from H, F, CF₃,

 C_3 - C_6 carbocycle substituted with 0-3 R^{4b} , paenyl substituted with 0-3 R^{4b} , or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R4b; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and

tetrazoly1;

 R^{4b} , at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{10}$, CF_3 , acetyl, SCH_3 , $S(=0)CH_3$, $S(=0)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

 R^5 is C_1 - C_4 alkyl substituted with 0-1 R^{5b} ; C_2 - C_4 alkenyl substituted with 0-1 R^{5b} ; C_2 - C_4 alkynyl substituted with 0-1 R^{5b} ;

R^{5b} is selected from:

H, methyl, ethyl, propyl, butyl, CF_3 , OR^{14} , =0; C_3 - C_6 carbocycle substituted with 0-2 R^{5c} ; phenyl substituted with 0-3 R^{5c} ; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl,

> pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

- R^{5c} , at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3 , acetyl, SCH_3 , $S(=0)CH_3$, $S(=0)_2CH_3$, nethyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;
- R¹⁰ is H, C(=0)R¹⁷, C(=0)OR¹⁷;

 C₁-C₄ alkyl optionally substituted with 0-1 R^{10a};

 phenyl substituted with 0-4 R^{10b};

 C₃-C₆ carbocycle substituted with 0-3 R^{10b}; or

 5 to 6 membered heterocycle containing 1 to 4

 heteroatoms selected from nitrogen, oxygen, and

 sulphur, wherein said 5 to 6 membered heterocycle

 is substituted with 0-3 R^{10b}; wherein said 5 to 6

 membered heterocycle is selected from pyridinyl,

 pyrimidinyl, triazinyl, furanyl, thienyl,

 thiazolyl, pyrrolyl, piperazinyl, piperidinyl,

 pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and

 tetrazolyl;
- R^{10a} is selected from H, methyl, ethyl, propyl, butyl, OR^{14} , Cl, F, =0, $NR^{15}R^{16}$, CF_3 , or phenyl substituted with 0-4 R^{10b} :
- R^{10b} , at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, Cl, F, $NR^{15}R^{16}$, and CF_3 ;
- Z is C_1-C_3 alkyl substituted with 1-3 R^{12} ; C_2-C_3 alkenyl substituted with 1-3 R^{12} ; C_2-C_3 alkynyl substituted with 1-3 R^{12} ; C_6-C_{10} aryl substituted with 0-4 R^{12b} ; C_3-C_6 carbocycle substituted with 0-3 R^{12b} ; or

- 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{12b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;
- R¹², at each occurrence, is independently selected from C₆-C₁₀ aryl substituted with 0-4 R^{12b}; C₃-C₆ carbocycle substituted with 0-3 R^{12b}; or 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{12b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;
- R^{12b} , at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3 , acetyl, SCH_3 , $S(=0)CH_3$, $S(=0)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;
- R¹³, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl methoxy, ethoxy, Cl, F, Br, CN, NR¹⁵R¹⁶, and CF₃;
- R¹⁴ is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

- rR15, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;
- R¹⁶, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=0)-, ethyl-C(=0)-, methyl-S(\neq 0)₂-, and ethyl-S(=0)₂-;
- R¹⁷ is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl, ethoxyethyl, phenyl substituted by 0-3 R^{17a}, or -CH₂-phenyl substituted by 0-3 R^{17a};

 R^{17a} is H, methyl, methoxy, -OH, F, Cl, CF₃, or OCF₃;

- R¹⁸, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and
- R¹⁹, at each occurrence, is independently selected from H, methyl, and ethyl;

provided, when R^{13} is H, then Z is C_2 - C_3 alkenyl substituted with 1-3 R^{12} ; or C_2 - C_3 alkynyl substituted with 1-3 R^{12} .

- 27. (NEW) A pharmaceutical composition comprising a compound according to Claim 2 and a pharmaceutically acceptable carrier.
- 28. (NEW) A pharmaceutical composition comprising a compound according to Claim 3 and a pharmaceutically acceptable carrier.

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- 29. (NEW) A pharmaceutical composition comprising a compound according to Claim 4 and a pharmaceutically acceptable carrier.
- 30. (NEW) A pharmaceutical composition comprising a compound according to Claim 6 and a pharmaceutically acceptable carrier.
- 31. (NEW) A pharmaceutical composition comprising a compound according to Claim 8 and a pharmaceutically acceptable carrier.

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32. (NEW) A pharmaceutical composition comprising a compound according to Claim 10 and a pharmaceutically acceptable carrier.

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- 33. (NEW) A pharmaceutical composition comprising a compound according to Claim 11 and a pharmaceutically acceptable carrier.
- 34. (NEW) A pharmaceutical composition comprising a compound according to Claim 12 and a pharmaceutically acceptable carrier.
- **35.** (NEW) A pharmaceutical composition comprising a compound according to Claim 13 and a pharmaceutically acceptable carrier.

- **36.** (NEW) A pharmaceutical composition comprising a compound according to Claim 14 and a pharmaceutically acceptable carrier.
- 37. (NEW) A pharmaceutical composition comprising a compound according to Claim 16 and a pharmaceutically acceptable carrier.

- (NEW) A pharmaceut dal composition comprising a 38. compound according to d aim 18 and a pharmaceutically acceptable carrier.
- 39. (NEW) A pharmaceutical composition comprising a compound according to Claim 20 and a pharmaceutically acceptable carrier.
- (NEW) A pharmaceutical composition comprising a compound according to Claim 25 and a pharmaceutically acceptable carrier.
- 41. (NEW) A pharmaceutical composition comprising a compound according to Claim 26 and a pharmaceutically acceptable carrier.
- 42. (New) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 2.
- 43. (New) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 3.
- 44. (New) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 4.
- 45. (New) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such

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treatment a therapeutically effective amount of a compound of Claim 6.

- **46.** (New) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 8.
- **47.** (New) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 10.

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- **48.** (New) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 11.
- **49.** (New) A method for the treatment of Alzheimer's Disease comprising administering to a most in need of such treatment a therapeutically effective amount of a compound of Claim 12.
- 50. (New) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 13.

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- 51. (New) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 14.
- 52. (New) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such

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treatment a therapeutically effective amount of a compound of Claim 16.

53. (New) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 18.

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54. (New) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 20.

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- **55.** (New) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 25.
- **56.** (New) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 26.